Attachment(s):

Туре	Description	Date Entered	
0	Exhibit 1	06/07/2008	

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:45:55

File Number: 0003464811

FCC 603 Main Form FCC Application for Assignments of Authorization and Transfers of Control:

Wireless Telecommunications Bureau

Public Safety and Homeland Security Bureau

Approved by OMB

3060 - 0800

See instructions for

public burden estimate

General Information

1)	Application Purpose (Selectronly, one)	
	AA - Assignment of Authorization Amamendment TC - Transfer of Control WD - Withdrawal NT - Required Notification (For Consumment EX - Request for Extension of Time (To Consumment EX - Request for	
2)	If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the license affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required.	(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
3c)	Does this application for Assignment of Authorization or transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y) <u>Y</u> es <u>N</u> o
Fees	and Waivers	
5a)	Is the applicant exempt from FCC application fees?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit justifying how the applicant is exempt from FC@application fees.	
5b)	Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
6a)	Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	
6b)	If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?		(N) <u>Y</u> es	<u>N</u> o
8a) The Assignment of Authorization or Transfer of Control is:	(X New oluntary	()	Involun	tary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DDMAAXY)			
9a) Is this application a pro forma Assignment of Authorization or Transfer of Control?	AGD TO	(N) <u>Y</u> es	<u>N</u> o
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?		A () <u>Y</u> es	<u>N</u> o
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY)	,	_/_	
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.			<u>Y</u> es	<u>N</u> o
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?		() <u>Y</u> es	<u>N</u> o

11) How will/has the Assignment of Authorization or Tra	enefor of Côntrol ha/ha	an accomplished? Select One:	(T)	
-	urt order	Reorganization or liquidation	(1)	
<u>Transfer of stock or otherow</u> nership interests	u	<u></u>		
Other (voting trustagreement management contra	ct, etc.):			
Designated Entity Information (1) 22a, 12b or 12c	s 'Y', Schedule A is req	uired to be completed.)		
12a) Does this application for Assignment of Authorization originally awarded with bidding to edits within the land	on or Transfer of Contro ast five years?	ol involve any licenses that were	() <u>Y</u> es <u>N</u> o
12b) Does this application for Assignment of Authorization originally subject to the Commission's installment	on or Transfer of Contro payment plan?	ol involve any licenses that were	() <u>Y</u> es <u>N</u> o
12c) Does this application for Assignment of Authorization originally granted pursuant to closed bidding with	on or Transfer of Contro in the last five years?	ol involve any licenses that were	() <u>Y</u> es <u>N</u> o
Competition-Related Information				
13) Does this application for Assignment of Authorize be used for interconnected mobile voice and/or do a geographic overlap with another license(s) in indirect interests (of 10 percent or more), either as could be used to provide interconnected mobile v	ttion or Fransfer of Cont ta services that would, i which the Assignee/Tra allicensee or spectrum (dice and/ordal a servic	rol involve a license(s) that may f assigned or transferred, create insferee already holds direct or lessee/sublessee, and that also	(Y) <u>Y</u> es <u>N</u> o
14a) Does the Assignee/Transferee hold direct or indirect already has access to 10 MHz or more spectrum Specialized Mobile Radio (SMR) services throug geographic area?	recitinterests (of 40 per	cent or more) in any entity that) <u>Y</u> es <u>N</u> o
14b) Would/does this application for Assignment of Au of entities providing service (using spectrum in ar affected market(s)?	thorization or Tiansfer by of the three services	of Control reduce the number listed in item 14a) in the	(Y) <u>Y</u> es <u>N</u> o
Broadband Radio Service and Educational Bro	adband Service in	ormation		-
15a) Will the requested facilities be used to provide m	ultichannel video progra	amming?	() <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transferee opera Section 27.1202 of the Commission's Rules) in a located within the geographic area of the reques	cable television system	butable interest (as defined in a whose franchise area is) <u>Y</u> es <u>N</u> o
If 'Y', provide an exhibit explaining how the Assig Commission's Rules or justifying a waiver of that requested, 6a must be answered 'Y'.	nee/Transferee complic rule. If a waiver of the	es with Section 27 1202 of the Commission's Rule(s) is being		
16) Does the Assignee/Transferee comply with the p 27.1203 of the Commission's Rules?	rogramming requiremen	nts contained in Section	() <u>Y</u> es <u>N</u> o
If 'N', provide an exhibit explaining how the Assign Commission's Rules or justifying a waiver of that requested, 6a must be answered 'Y'.				
		•		

Assignor/Licensee Information				
17) Assignor/Licensee is a(n) (Select One)				,
Individual Whincorporated Association	Trust	ernment Éntity 🔲 (Corporation Limite	d Liability Company
General Partnership	Limited Liabilit	y Partnership	Consortium	
Other:				
18) FCC Registration Number (RRN)(0002837037				
19) First Name (if individual):	мі:	Last Name:		Suffix:
20) Legal Entity Name (if not an individual) rexastas A	7B2 Limited Partn	ership d/b/a ALLTEL		
21) Attention To: Wireless Requiatory Supervisors	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~			
22) P.O. Box:	And (Oran, 23) Street	Address: One Allied D	rive, B2F02	
24) City: Little Rock		25) State: ,	AR 26) Zip (Code:72202
27) Telephone Number: (501)905-8555		28) Fax Number: (50	01)905-6193	
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.c	om			
30) Demographics of Assignor/Licensee (Optio	nal):			
Race:	Ethnicity.	(H ₁₀	Gender:	
Asian	☐ Not Hispanie		Female	
☐ Black or African-American	*			
Native Hawaiian or Other Pacific Islander				
☐ White				
Assignor/Licensee Contact Representative				
31) First Name:	MI:	Last Name:		Suffix:
32) Company Name: Texas RSA 7B2 Limited Partners	hip d/b/a ALLTEL			
33) Attention To: Wireless Requiatory Supervisor				-
34) P.O. Box:	And 35) Street One All	Address: lied Drive, B2F02		A
36) City: Little Rock		37) State: ,		Gode: 72202
39) Telephone Number: (501)905-8555		40) Fax Number: (50	1)905-6193	PA
41) E-Mail Address: ACI.Wireless.Regulatory@alitel.c	om			A.
· · · · · · · · · · · · · · · · · · ·			Manager	THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TWO IS NAM

Transferor Information (for Transfers of Control only)

Addition:							
42) Transferor is a(n); (Selectione)							
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	emment E	intity Corpora	ition X Limited Liab	ility Company	
General Partnership	Li	mited Liability	/ Partners	hip 🔲 Consort	lum	:	
Other:							
43) FCC Registration Number (FRN) 0016511974		·					
44) First Name (if individual):	MI:		Last Na	ime:		Suffix:	
45) Legal Entity Name (if not an individual) Atlantis Ho	ldings	LLC					
46) Attention To: Clive D. Bode, Esq.	4						
47) P.O. Box:	And Or	48) Street	Address:	301 Commerce Stre	eet, Suite 3300		
49) City: Fort Worth	7			50) State: TX	51) Zip Code:	76102	
52) Telephone Number: (817)871-4000			53) Fax	Number:			
54) E-Mail Address: cbode@tpg.com	\						
CEN Development of Transferred (Outlines)							
55) Demographics of Transferor (Optional):	Ethn	icity:			Gender:		
American Indian or Alaska Native	Пн	ispanic or la	. 4		Male		
Asian	ЦΝ	ot Hispanic o	ruatino		Female		
Black or African-American							
Native Hawaiian or Other Pacific Islander							
White		· · · · · · · · · · · · · · · · · · ·					
Transferor Contact Representative				A	Tion.		
56) First Name: Kathleen	MI:	Q	Last Na	ame: Abernathy		Suffix:	
57) Company Name: Akin Gump Strauss Hauer & Feld	d LLP	···	· · · · · · · · · · · · · · · · · · ·				
58) Attention To:							
	And /Or	60) Street	Address: 1	333 New Hampshire	Ave. IVW		
61) City: Washington				62) State: DC	[68] Zip Code	20036	
64) Telephone Number: (202)887-4125			65) Fax	Number: (202)887-4	288		
66) E-Mail Address: kabernathy@akingump.com							

Assignee/Transferee information						
67) Assignee/Transferee is a(n) (Select One)						
	Trust	Gove	ernment E	ntity Corporation	on Limited Liab	lity Company
General Partnership	<u> </u>	imited Liability	/ Partners	hip 🔲 Consortiur	m	
Other:						
68) FCC Registration Number (FRN): 0003290673						
69) First Name (if individual):		MI:	Last Na	me:		Suffix:
70) Legal Entity Name (if not an individual); (edico) Pa	tnersh	ip				
71) Attention To: Michael Samsock	-					
72) Real Party in Interest FCC Registration Number (F	RN)	003290673	-			
73) Name of Real Party in Interest: Cellco Partnershi						
74) P.O. Box:	And Or	V5) Street /	Address:	1300 Eye Street, NW -	- Suite 400 West	
76) City: Washington	- P. C.		9	77) State: DC	78) Zip Code:	20005
79) Telephone Number: (202)589-3768			80) Fax	Number: (202)589-3	750	
81)-E-Mail-Address: Michael Samsock@VerizonWirel	ess.co	m		À		
20) Demographics of Assistant Transfers (On)	ionel)					
82) Demographics of Assignee/Transferee (Option Race:	Ethr	icity:	<u> </u>		Gender:	
American Indian or Alaska Native		ispanic or Lat			Male	
Asian		ot Hispanic o	r Latino 🗬		Female	
Black or African-American						
☐ Native Hawaiian or Other Pacific Islander☐ White						
Accience/Transferre Contact Barres entative (i	athor	than Assian	oo/Trong	force	*	
Assignee/Transferee Contact Representative (if	7		T T	***************************************	4000	T
83) First Name: Nancy	M	l: J	Last Na	ame: Victory		Suffix:
84) Company Name: Wiley Rein LLP					A COLUMN	
85) Attention To:						
86) P.O. Box:	And /Or	87) Street	Address:	1776 K Street, NW		
88) City: Washington				89) State: DC	90) Zip Code	
91) Telephone Number: (202)719-7344	-		92) Fax	Number: (202)719-704	19	
93) E-Mail Address: nvictory@wileyrein.com		<u>-</u>				

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(_Y) <u>Y</u> es <u>N</u> o
	umber: 0003467172
lien Ownership Information	
95) Is the Assignee/Transferee aftereign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u>
97) Is the Assignee/Transferee a comporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(Ŋ) <u>Y</u> es <u>N</u>
199a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned or record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	(ү) <u>Y</u> es <u>N</u>
asic Qualification Information	
100) Has the Assignee/Transferee or any party to this application had any FOGstation authorization, license or construction permit revoked or had any application for an initial, modification or enewallof, FCC station authorization, license, or construction permit denied by the Commission?	(N) <u>Y</u> es <u>N</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es <u>N</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize racio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of compelition?	(_N) <u>Y</u> es <u>N</u>

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to stream fined not literature for proforma assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commissions Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to anytic derail agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name: CLIVE MI: Last Name:
D BODE

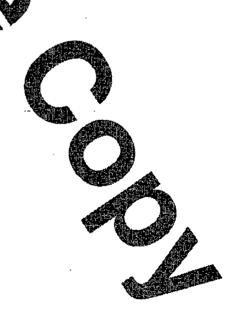
Suffix: ESQ

104) Title: VICE PRESIDENT

Signature: CLIVE D BODE ESQ 105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR/ANY/ALT/ACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION (ICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Assignee/Transferee Certification Statements

- The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be transferred until the consent of the incense (s) will not be assigned or that control of the license (s) will not be transferred until the consent of the incense (s) will not be assigned or that control of the incense (s) will not be assigned or that control of the incense (s) will not be assigned or that control of the incense (s) will not be assigned or that control of the incense (s) will not be assigned or that control of the incense (s) will not be assigned or that control of the incense (s) will not be assigned or that control of the incense (s) will not be assigned or that control of the incense (s) will not be assigned or that control of the incense (s) will not be assigned or that control of the incense (s) will not be assigned or that control of the incense (s) will not be assigned or the in
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that gran botth is application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*

*If the Assignee/Transferee has sought a walver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request

- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it no rany other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name:	MI:	Last Name:	Suffix:
John	Τ	Scott	1111
107) Title: VP Deputy General Counsel - Regulatory L			
Signature:			108) Date:
John T Scott III			06/13/2008

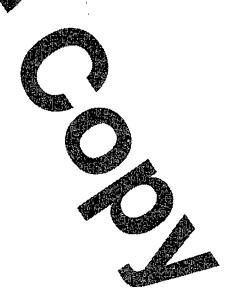
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title-18, Section-1001)-AND/OR REVOCATION OF-ANY-STATION-LIGENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Authorizations To Be Assigned or Transferred

108)	109)	110)	111)	112)	113)	114)	115)
Call Sign	Radio Service	Location	Path Number	Frequency	Lower or Center	Upper	Constructed
	Code	Number	(Microwave only)			Frequency (MHz)	Yes / No
KNKN731	ClCellular						Y
WML595	CF - Common Carrier Fixed Point to Point Microwave	TO THE PARTY OF TH					Υ
WMR914	CF - Common Carrier Fixed Point to Point Microwave		•				Υ
WMR915	CF - Common Carrier Fixed Points to Point Microwave						Y
WPNB534	CF - Common Carrier Fixed Point to Point Microwave						Y



Attachment(s):

Туре	Description	Date Entered
0	Exhibit 1	06/07/2008

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:45:23

File Number: 0003464810

FCC 603 Main Form Application for Assignments of Authorization and Transfers of Control:

Wireless Telecommunications Bureau

Public Safety and Homeland Security Bureau

Approved by OMB 3060 - 0800 See instructions for

public burden estimate

General Information

1)	Application Purpose (Selectroni) one) ((10)				
	AA - Assignment of Authorization AM-Amendment TC - Transfer of Control WD - Withdrawal	NT - Required Notification (For Consumm EX - Request for Extension of Time (To C			
2)	If this application is for an Amendment (AM) or Withdrawal (W. consented to application currently on file with the IECC.	D), enter the File Number of the pending or	File Number:		
3a)	Is this application for Assignment of Authorization or Transfer involving other wireless license(s) held by the license of affiliate or commonly-controlled entities), or third parties that are not Commission approval or notification is required?			(Y) <u>Y</u> es	<u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the leads	application.	File Number: 000	03463892	
3c)	Does this application for Assignment of Authorization or Tra transfer of non-wireless licenses/authorizations for which Com	rister of Control involve the assignment or mission approval or notification is required?	,	(Y) <u>Y</u> es	<u>N</u> o
4)	Are attachments being filed with this application?			(Y) <u>Y</u> es	<u>N</u> o
Fees	and Waivers				
5a)	Is the applicant exempt from FCC application fees?			(N) <u>Y</u> es	<u>N</u> o
<u> </u>	If 'Y', attach an exhibit justifying how the applicant is exempt fr	rom FC@application tees.			
5b)	Is a waiver/deferral of the FCC application fees being reques submitted in conjunction with this application?	sted and the application fees are not being		(N) <u>Y</u> es	<u>N</u> o
<u> </u>	If 'Y', attach a date-stamped copy of the request for waiver/det	ferral of the FCC application fees.		<u></u>	
6a)	Does this application include a request for waiver of the Co application fee waivers)?	mmission's rules (other than a request for		(N) <u>Y</u> es	<u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which justification for the waiver request.	a waiver is being requested and including a			
6b)	If 6a is 'Y', enter the number of rule sections involved.		Number of Rule Sections:		_
Add	tional Transaction Information		V		
7)	Has this application for Assignment of Authorization or Transfe	er of Control already occurred?	馬家	(N) <u>Y</u> es	<u>N</u> o
8a)	The Assignment of Authorization or Transfer of Control is:		(X ∡) Voluntary	() Involur	ntary
8b)	If 8a is 'Involuntary', provide the date that the event occurred:	<u> </u>	(MM/DD/MAYYY)		

9a) Is this application a pro forma Assignment of Authorization or Transfer of Control?

If 'Y', complete Schedule B and, if applicable, Schedule C.

9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?

9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses?

10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?

(N) Yes No

) Yes No

<u>Y</u>es <u>N</u>o

) Yes No

11) ł	low will/has the Assignment of Authorizat	ion or Transfer of Control	be/been accomplished? Select One: (т)	
9	ale or other assignment of assets	Court order	Reorganization or liquidation		
1	ransfer of stock or other ownership intere	ests			
2	Other (voting trust agreement, manageme	nt contract, etc.):			
					
Desig	gnated Entity Information (In 12a, 12	o or 12c is 'Y', Schedule A	s is required to be completed.)		
12a)	Does this application for Assignment of A originally awarded with bidding oredits. € 1	uthorization or Transfer of	Control involve any licenses that were	() <u>Y</u> es <u>N</u> o
12b)	Does this application for Assignment of Assi	inorization or Transfer of tallment payment plan?	Control involve any licenses that were	() <u>Y</u> es <u>N</u> o
12c)	Does this application for Assignment of Assi	unorization or Transfer of ding within the last five ye	Control involve any licenses that were ars?	() <u>Y</u> es <u>N</u> o
Com	petition-Related Information				
13)	Does this application for Assignment of be used for interconnected mobile voice a geographic overlap with another licen indirect interests (of 10 percent or more),	and/or data services that v	ould, if assigned or transferred, create	(Y) <u>Y</u> es <u>N</u> o
	could be used to provide interconnected	mobile voige and/or data	services?		
14a)	Does the Assignee/Transferee hold dire already has access to 10 MHz or more s Specialized Mobile Radio (SMR) service geographic area?	ct or indirect(interests (of pectrum in the Cellular R es through license(s) leas	Decreent or more) in any entity that adiotelephone, broadband PCS, or se(s), or sublease(s) in the same	(Y) <u>Y</u> es <u>N</u> o
14b)	Would/does this application for Assignm of entities providing service (using spect affected market(s)?	ent of Authorization or discrete in any of the three se	insier of Control reduce the number rivices listed in item 14a) in the	(Y) <u>Y</u> es <u>N</u> o
Broa	dband Radio Service and Educatio	nal Broadband Servi	ce information	 	
15a)	Will the requested facilities be used to p	rovide multichannel video	programming?	() <u>Y</u> es <u>N</u> o
15b)	If 15a is 'Y', does the Assignee/Transfe Section 27.1202 of the Commission's Re located within the geographic area of th	iles) in a cable television		() <u>Y</u> es <u>N</u> o
	If 'Y', provide an exhibit explaining how t Commission's Rules or justifying a waive requested, 6a must be answered 'Y'.	he Assignee/Transferee or of that rule. If a waiver	of the Commission's Rule(s) is being		
16)	Does the Assignee/Transferee comply w 27.1203 of the Commission's Rules?	ith the programming requ	irements contained in Section	() <u>Y</u> es <u>N</u> o
	If 'N', provide an exhibit explaining how the Commission's Rules or justifying a waive requested, 6a must be answered 'Y'.				
			~		
			4		
			,		

Assignor/Licensee Information								·
17) Assignor/Licensee is a(n) (Select One)								1
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	ernment Ent	ity 🔲 Corpor	ration [Limited Liabil	lity Com	pany
General Partnership		imited Liability	y Partnershi	p 🗌 Conso	rtium			
Other:			<u> </u>					
18) FCC Registration Number (FRN) 0004977815								
19) First Name (if individual):		MI:	Last N	ame:				Suffix:
20) Legal Entity Name (if not an individual) nucson 21	Cellul	ar Limited Par	rtnership d/b	/a ALLTEL		<u></u>		
21) Attention To: Wireless Regulatory Supervisor		· · · · ·						
22) P.O. Box:	And	, 23) Street	Address:	One Allied Drive, E	32F02			
24) City: Little Rock	A			25) State: AR		26) Zip Code:72	2202	
27) Telephone Number: (501)905-8555	T.		28) Fax N	umber: (501)905	5-6193			
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.	com				_			
30) Demographics of Assignor/Licensee (Optic	nal):							
Race: American-Indian-or-Alaska-Native	Ethr	nicity: lispanic_or_La			Gen	der: lale		
Asian		lot Hispanico	r Latino		□F	emale		
Black or African-American		**						
☐ Native Hawaiian or Other Pacific Islander								
☐ White	<u>L</u> .		The state of the s					
Assignor/Licensee Contact Representative					TA	· · · · · · · · · · · · · · · · · · ·		····
31) First Name:		MI:	Last Nam	ie: 4	W.		Suffix:	
32) Company Name: Tuçson 21 Cellular Limited Partn	ership	d/b/a ALLTEL	_		•	, 		
33) Attention To: Wireless-Regulatory Supervisor								
34) P.O. Box:	And /Or	35) Street / One Alli	Address: ied Drive, B	2F02				
36) City: Little Rock		·	:	37) State: AR		38)) Zip Gode:	72202	
39) Telephone Number: (501)905-8555			40) Fax N	umber: (501)905	-6193			•
41) E-Mail Address: ACI.Wireless.Regulatory@alltel.c	com							À

Transferor Information (for Transfers of Control only)

42) Transferor is a(n); (Selectione)						1	
☐ Individual ☐ Unincorporated Association ☐	Trust	Gove	ernment E	ntity	n 💢 Limited Liabil	ity Company	
General Partnership	☐ Li	mited Liability	Partners	hip	n		
Other:							
43) FCC Registration Number (ERN) 00165111974							
44) First Name (if individual):	MI: Last Name: Suffix:						
45) Legal Entity Name (if not an individual) Atlantis E	oldings	LLC					
46) Attention To: Clive D. Bode, Esq.	4						
47) P.O. Box:	And /Or	48) Street A	Address:	301 Commerce Street,	Suite 3300		
49) City: Fort Worth	概			50) State: TX	51) Zip Code: 7	′ 6102	
52) Telephone Number: (817)871-4000			53) Fax	Number:	<u>,</u>		
54) E-Mail Address: cbode@tpg.com							
55) Demographics of Transferor (Optional):							
Race: American Indian or Alaska Native	Ethn Hi	icity: spanic or Lat	ino		Gender: Male		
Asian	□ Not Hispanic of Latino □ Female						
Black or African-American	☐ Black or African-American						
Native Hawaiian or Other Pacific Islander							
White							
Transferor Contact Representative							
56) First Name: Kathleen	MI:	Q	Last Na	ame: Abemathy		Suffix:	
57) Company Name: Akin Gump Strauss Hauer & Fe	ld LLP						
58) Attention To:							
59) P.O. Box:	And /Or	60) Street A	Address: 1	333 New Hampshire A	a. W		
61) City: Washington	'			62) State: DC	(63) Zip Code	20036	
64) Telephone Number: (202)887-4125			65) Fax	Number: (202)887-428	Control of the Contro		
66) E-Mail Address: kabernathy@akingump.com					0.0		

Assignee/Transferee Information								
67) Assignee/Transferee is a(n) (Select One)								
Individual Unincorporated Association	Trust	Gove	ernment E	ntity Corpora	ation 🗌	Limited Liabil	ity Company	
☐ General Partnership ☐ Limited Partnership	П	imited Liability	y Partners	hip 🔲 Consort	tium			
Other:								
68) FCC Registration Number (FRN): 00003290673								
69) First Name (if individual):		MI:	Last Na	ıme:			Suffix:	
70) Legal Entity Name (if not an individual); (Gelleo Ra	tnersh	ip						
71) Attention To: Michael Samsock	ACERTS.							
72) Real Party in Interest FCC Registration Number (F	RN).	003290673				·· <u>··</u> ·		
73) Name of Real Party in Interest: Cellco Partnership								
74) P.O. Box:	74) P.O. Box: 1300 Eye Street, NW Suite 400 West							
76) City: Washington	400			77) State: DC	7	8) Zip Code: 2	0005	
79) Telephone Number: (202)589-3768	79) Telephone Number: (202)589-3768 80) Fax Number: (202)589-3750							
81)E-Mail-Address;Michael.Samsock@VerizonWireless.com								
92) Demographics of Assigned/Transfered (Ont	ional							
82) Demographics of Assignee/Transferee (Opt Race:	Ethn	icity:			Gende			
Anerican Indian or Alaska Native		ispanic or Lat	WA.		☐ Ma			
Asian	🗆 🛚	ot Hispanic o	r Launo 🎺		Fe	naie		
Black or African-American								
Native Hawaiian or Other Pacific Islander								
└── White	1					!		
Assignee/Transferee Contact Representative (if	other	than Assign	nee/Trans T	sferee)	A CHICAGO	in.		
83) First Name: Nancy	М	l: J	Last Na	ime: Victory			Suffix:	
84) Company Name: Wiley Rein LLP		******						
85) Attention To:			·- <u>r</u> -					
86) P.O. Box:	And /Or	87) Street	Address:	1776 K Street, NW	The state of the s			
88) City: Washington				89) State: DC		90) Zip Code	20006	
91) Telephone Number: (202)719-7344			92) Fax	Number: (202)719-7	7049	Constant of the Constant of th		
93) E-Mail Address: nvictory@wileyrein.com								

·	
Ownership Disclosure Information	
94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(ү) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Y provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172
Alien Ownership Information	
95) Is the Assignee/Transferce aftereign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(Ŋ) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received ancling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?	(ү) <u>Ү</u> ез <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	
Basic Qualification Information	
100) Has the Assignee/Transferee or any party to this application had any FCG station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N) <u>Y</u> es <u>N</u> o

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined motification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's raties.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor confines that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any negative details and the second sec

Typed or Printed Name of Party Authorized to Sign

103) First Name: CLIVE

MI

Last Name: BODE Suffix: ESQ

104) Title: VICE PRESIDENT

Signature:

CLIVE D BODE ESQ

105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ANT ACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY SIGNIFICANCE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Assignee/Transferee Certification Statements

- The Assignee/Transgree certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the license (s) will not be transferred until the license (s) will not be transferred until the license (s)
- 2) The Assignee/Transferee walks any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*

 *If the Assignee/Transferee has a very contract to the properties with this application it may prove the properties with the application in the properties with the application in the province of any purple of the properties with this application.
 - *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it not any enterparty to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 362, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of party to the application as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

		Contract of the contract of th	
106) First Name:	MI:	Last Name	Suffix:
John	Т	Scott) III
107) Title: VP Deputy General Counsel - Regulatory L	-		
Signature: John T Scott III			108) Date: 06/13/2008
JUNE 1 SCOR III			00/13/2000

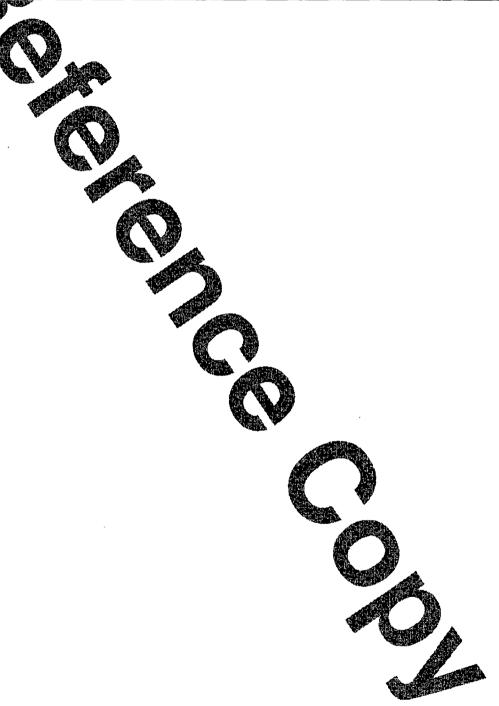
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 47, Section 1001)-AND/OR REVOCATION-OF-ANY-STATION-LICENSE OR-CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Authorizations To Be Assigned or Transferred

. 108)	109)	110)	111)	112)	113)	114)	115)
Call Sign	Radio Service Code	Location Number	Path Number (Microwave only)	Frequency Number	Lower or Center Frequency (MHz)	Upper Frequency (MHz)	Constructed
KNKR292	CI_=Geljulär						Y



Attachment(s):

Туре	Description	Date Entered
0	Exhibit 1	06/07/2008